

Webster Kenneth J
Form 4
August 16, 2012

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Webster Kenneth J

(Last) (First) (Middle)

ONE INFINITY CORPORATE
CENTRE DRIVE

(Street)

GARFIELD HEIGHTS, OH 44125

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

CHART INDUSTRIES INC [GTLIS]

3. Date of Earliest Transaction (Month/Day/Year)

08/15/2012

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)
Vice Pres., CAO and Controller

6. Individual or Joint/Group Filing(Check Applicable Line)
X Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount (A) or (D) Price | | |
| Common Stock, par value \$0.01 per share | 08/15/2012 | | M | | 1,300 A \$ 27.74 | 7,602 ⁽¹⁾ | D |
| Common Stock, par value \$0.01 per share | 08/15/2012 | | S | | 1,300 D \$ 70.91 ⁽²⁾ | 6,302 ⁽¹⁾ | D |
| Common Stock, par value \$0.01 per share | 08/15/2012 | | M | | 2,240 A \$ 30.95 | 8,542 ⁽¹⁾ | D |

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| | | | | | | | |
|--|------------|---|-------|---|------------------------|------------------|---|
| Common Stock, par value \$0.01 per share | 08/15/2012 | S | 2,240 | D | \$ 70.91 <u>(2)</u> | 6,302 <u>(1)</u> | D |
| Common Stock, par value \$0.01 per share | 08/15/2012 | M | 840 | A | \$ 11 | 7,142 <u>(1)</u> | D |
| Common Stock, par value \$0.01 per share | 08/15/2012 | S | 840 | D | \$ 70.91 <u>(2)</u> | 6,302 <u>(1)</u> | D |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option (Right to Buy) | \$ 27.74 | 08/15/2012 | | M | 1,300 | <u>(3)</u> 08/02/2017 | Common Stock | 1,300 |
| Stock Option (Right to Buy) | \$ 30.95 | 08/15/2012 | | M | 2,240 | <u>(4)</u> 01/02/2018 | Common Stock | 2,240 |
| Stock Option (Right to Buy) | \$ 11 | 08/15/2012 | | M | 840 | <u>(5)</u> 01/02/2019 | Common stock | 840 |
| | \$ 17.03 | | | | | <u>(7)</u> 01/04/2020 | | 2,895 |

| | | | | | | |
|---|----------|-----------------|------------|--|-----------------|-------|
| Stock Option (Right to Buy) ⁽⁶⁾ | | | | | Common Stock | |
| Stock Option (Right to Buy) ⁽⁶⁾ | \$ 36.45 | ⁽⁸⁾ | 01/03/2021 | | Common Stock | 2,590 |
| Stock Option (Right to Buy) ⁽⁶⁾ | \$ 55.93 | ⁽⁹⁾ | 01/03/2022 | | Common Stock | 1,520 |
| Restricted Stock Unit ⁽⁶⁾ | \$ 0 | ⁽¹⁰⁾ | 01/03/2015 | | Common Stock | 630 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Webster Kenneth J ONE INFINITY CORPORATE CENTRE DRIVE GARFIELD HEIGHTS, OH 44125 | | | Vice Pres., CAO and Controller | |

Signatures

/s/ Kenneth J.
Webster

08/16/2012

^{__}Signature of
Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) 1,088 and 681 shares of the total amount beneficially owned were granted on February 22, 2010 and January 3, 2011, respectively, pursuant to restricted stock award agreements under the Chart Industries, Inc. 2009 Omnibus Equity Plan in an exempt transaction under Rule 16b-3 and remain subject to restriction. The restricted stock awards vest in equal installments on each of the first three anniversaries of the date of grant.
- (2) Price reported constitutes the average weighted price of shares sold by Mr. Webster on August 15, 2012. Shares were sold at varying prices in the range of \$70.86 - \$70.98. The reporting person hereby undertakes, upon request by the Commission staff, the issuer or a security holder of the issuer, to provide full information regarding the number of shares sold at each separate price.
- (3) These options were granted on August 2, 2007 pursuant to the Chart Industries, Inc. Amended and Restated 2005 Stock Incentive Plan in an exempt transaction under Rule 16b-3. The options vest with respect to one-fourth (1/4) of the total number of shares of common stock underlying the stock options on each of the first four anniversaries of the date of grant.
- (4) These options were granted on January 2, 2008 pursuant to the Chart Industries, Inc. Amended and Restated 2005 Stock Incentive Plan in an exempt transaction under Rule 16b-3. The options vest with respect to one-fourth (1/4) of the total number of shares of common stock underlying the stock options on each of the first four anniversaries of the date of grant.
- (5)

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These options were granted on January 2, 2009 pursuant to the Chart Industries, Inc. Amended and Restated 2005 Stock Incentive Plan in an exempt transaction under Rule 16b-3. The options vest with respect to one-fourth (1/4) of the total number of shares of common stock underlying the stock options on each of the first four anniversaries of the date of grant.

(6) No transaction is being reported on this line. Reported on a previously filed Form 4 or Form 5.

(7) These options were granted on January 4, 2010 pursuant to the Chart Industries, Inc. 2009 Omnibus Equity Plan in an exempt transaction under Rule 16b-3. The options vest with respect to one-fourth (1/4) of the total number of shares of common stock underlying the stock options on each of the first four anniversaries of the date of grant.

(8) These options were granted on January 3, 2011 pursuant to the Chart Industries, Inc. 2009 Omnibus Equity Plan in an exempt transaction under Rule 16b-3. The options vest with respect to one-fourth (1/4) of the total number of shares of common stock underlying the stock options on each of the first four anniversaries of the date of grant.

(9) These options were granted on January 3, 2012 pursuant to the Chart Industries, Inc. 2009 Omnibus Equity Plan in an exempt transaction under Rule 16b-3. The options vest with respect to one-fourth (1/4) of the total number of shares of common stock underlying the stock options on each of the first four anniversaries of the date of grant.

(10) These securities, which are referred to by the Company as Leveraged Restricted Share Units (LRSUs), were granted on January 3, 2012 pursuant to a Leveraged Restricted Share Unit Agreement under the Chart Industries, Inc. 2009 Omnibus Equity Plan in an exempt transaction under Rule 16b-3. Shares of Company common stock will be issued following the vesting of the LRSUs on the third anniversary of the date of grant. The minimum number of shares of Company common stock that will be issued at payment is 50% of the grant amount of LRSUs, and the maximum number of shares of Company common stock that will be issued at payment is 150% of the grant amount of LRSUs.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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